Form (2)

THE REPUBLIC OF THE UNION OF MYANMAR

The Myanmar Investment Commission

PERMIT

Sr. No. 16873-9

Dated 20-9-2013

Permit No. 625/2013 Date 20 September 2013

The Myanmar Investment Commission issues this Permit under section 13(b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter MR. JATUPHAT TANGKARAVAKOON

(b) Citizenship THAI

(c) Address 92/55 SOI NUANNOI KONGTON- NUA, WATTANA DISTRICT, BANGKOK, THAILAND

(d) Name and Address of principal Organization TOA PAINT (THAILAND) CO., LTD., 31/2 MOO 3, BANGNA- TRAD RD. KM- 23, BANGSAOTHONG, BANGSAOTHONG DISTRICT, SAMUTHPRAKARN, 10540 THAILAND.

(e) Place of incorporation THAILAND

(f) Type of business in which investment is to be made MANUFACTURING AND MARKETING OF ALL KINDS OF PAINTS

(g) Place(s) at which investment is permitted NO. 120, MAHAWGANI STREET, BETWEEN INDUSTRIAL 9TH STREET AND 10TH STREET, SHWE PYI THAR INDUSTRIAL ZONE (1), SHWE PYI THAR TOWNSHIP, YANGON REGION

(h) Amount of foreign capital US$ 0.889 MILLION

(I) Period for bringing in foreign capital WITHIN ONE YEAR FROM THE DATE OF ISSUANCE OF MIC PERMIT

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US$ 1.269 MILLION

(k) Construction period 6 MONTHS

(l) Permitted duration of investment 50 YEARS

(m) Form of investment JOINT VENTURE

(n) Name of the economic organization to be formed in Myanmar TOA PAINT (MYANMAR) CO., LTD.

Win Shein

Chairman

The Myanmar Investment Commission

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်
ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၆၂၅ / ၂၀၁၃ ၂၀၁၃ ခုနှစ် စက်တင်ဘာလ ၉ ရက်

ပြည်ထောင်စုသမ္မတ မြန်မာနိုင်ငံတော်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေပုဒ်မ (၁၃) ပုဒ်မခွဲ(ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည် -

(က) ကမကထပြုသူ၏အမည် MR. JATUPHAT TANGKARAVAKOON

(ခ) နိုင်ငံသား THAI

(ဂ) နေရပ်လိပ်စာ 92/55 SOI NUANNOI KONGTON- NUA, WATTANA DISTRICT, BANGKOK, THAILAND

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့် လိပ်စာ TOA PAINT (THAILAND) CO., LTD., 31/2 MOO 3, BANGNA- TRAD RD. KM- 23, BANGSAOTHONG, BANGSAOTHONG DISTRICT, SAMUTHPRAKARN, 10540 THAILAND.

(င) ဖွဲ့စည်းရာအရပ် THAILAND

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား အိမ်သုတ်ဆေးအမျိုးမျိုးထုတ်လုပ်ခြင်း နှင့် ရောင်းချခြင်းလုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) မြေကွက်အမှတ် ၁၂၀၊ မဟော်ဂနီလမ်း၊ စက်မှု (၉) လမ်းနှင့် စက်မှု(၁၀) လမ်းကြား၊ ရွှေပြည်သာစက်မှုဇုန် (၁)၊ ရွှေပြည်သာမြို့နယ်၊ ရန်ကုန်တိုင်းဒေသကြီး

(ဇ) နိုင်ငံခြားမတည်ငွေရင်း ပမာဏ အမေရိကန်ဒေါ်လာ ၀.၈၈၉ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ခွင့်ပြုမိန့် ရရှိသည့်နေ့မှ (၁) နှစ်အတွင်း

(ည) စုစုပေါင်း မတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၁.၂၆၉ သန်း နှင့် ညီမျှသော မြန်မာကျပ်ငွေ

(ဋ) တည်ဆောက်မှုကာလ ၆ လ

(ဌ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့် သက်တမ်း ၅၀ နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ ဖက်စပ်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် စီးပွားရေး အဖွဲ့အစည်းအမည် TOA PAINT (MYANMAR) CO., LTD.

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

THE REPUBLIC OF THE UNION OF MYANMAR

MYANMAR INVESTMENT COMMISSION

Building No.(32), Nay Pyi Taw

Our ref : Ya Ka-1/Na-827/2013(16873-9) Tel: 067- 406334, 406075
Date : 20 September 2013 Fax: 95-67-406333

Subject: Decision of the Myanmar Investment Commission on the Proposal for "Manufacturing and Marketing of All Kinds of Paints" under the name of "TOA Paint (Myanmar) Co., Ltd."

Reference: TOA Paint (Myanmar) Co., Ltd., Letter dated (29.5.2013).

1. The Myanmar Investment Commission, at its meeting (23/2013) held on (4 -9-2013) had approved the proposal for investment in "Manufacturing and Marketing of All Kinds of Paints" under the name of "TOA Paint (Myanmar) Co., Ltd." submitted as a joint venture between TOA Paint (Thailand) Co., Ltd. (65%), Mantakanok Co., Ltd. (5 %) from Thailand, M. K Co., Ltd. (15 %) and Daw Thet Thet Nu Aung (15 %) from the Republic of the Union of Myanmar.

2. Hence, the "Permit" is herewith issued in accordance with Chapter VII, section 13(b) of the Republic of the Union of Myanmar Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to the said Law. Terms and conditions to the "Permit" are stated in the following paragraphs.

3. The permitted duration of the project shall be 50 (Fifty) years and extendable for 10 (Ten) years 2 (two) times subject to approval by Myanmar Investment Commission. The land lease period shall be 30 (Thirty) years period commencing from the date of signing of the Lease Agreement for land and building by mutual agreement between U Thant Zin Naing and TOA Paint (Myanmar) Co., Ltd and the land may be extendable for a further period of two terms of 10 (Ten) years each with consent of both parties.

4. The annual rent for the land and building shall be US$ 56,470.56 (United States Dollar fifty- six thousand four hundred and seventy and fifty- six cent only) calculated at the rate of US$ 9.00 per square meter per year of the land and building measuring 6,258.411 square meter (1.546 acres). The rate of rent shall be reviewed and revised after thirty years which is first approval by Myanmar Investment Commission Permit and the rate of increase in rent shall not be more than 10 % of the previous rent.

5. In issuing this "Permit," the Commission has granted, the followings, exemptions and reliefs as per section 27(a)(h)(i) and (k) of the Republic of the Union of Myanmar Foreign Investment Law. Other exemptions and reliefs under section 27 shall have to be applied upon the actual performance of the project;

(a) As per section-27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial operation;

(b) As per section-27(h), exemption or relief from customs duty or other internal taxes or both on machineries, equipments, instruments, machinery components, spare parts and materials used in the business which are imported as they are actually required for used during the period of construction of business;

(c) As per section-27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(d)As per section-27(k), exemption or relief from commercial tax on the goods produced for export.

6. TOA Paint (Myanmar) Co., Ltd. shall have to sign the lease agreement of land and building with U Thant Zin Naing. TOA Paint (Thailand) Co., Ltd. shall have to sign the Joint Venture Agreement with Mantakanok Co., Ltd., M. K Co., Ltd. and Daw Thet Thet Nu Aung. After signing such Agreements, each of (5) copies shall have to be forwarded to the Commission.

7. TOA Paint (Myanmar) Co., Ltd. in consultation with the Department of Company Registration, Directorate of Investment and Company Administration shall have to be registered. After registration, (5) copies each of Certificate of Incorporation and Memorandum and Articles of Association shall have to be forwarded to the Commission.

8. TOA Paint (Myanmar) Co., Ltd. shall use its best efforts for timely realization of works stated in the Proposal. If none of such works has been commenced within one year from the date of issue of this "Permit" it shall become null and void.

9. TOA Paint (Myanmar) Co., Ltd. has to abide by Chapter X, Rule 58 and 59 of the Foreign Investment Rules for construction period.

10. As per Chapter X, Rule 61 of the Foreign Investment Rules extension of construction period shall not be granted more than one expect it is due to unavoidable events such as natural disasters, instability, riots, strikes, emergency of State condition, insurgency and outbreak of wars.

11. As per Chapter X, Rule 63 of the Foreign Investment Rules, if the TOA Paint (Myanmar) Co., Ltd. cannot construct completely in time during the construction period or extension period, the Commission will have to terminate the permit issued to the investor and there is no refund for the expenses of the project.

12. The commercial date of operation shall be reported to the Commission.

13. TOA Paint (Myanmar) Co., Ltd. shall endeavour to meet the targets for production and export stated in the proposal as the minimum target.

14. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal in accordance with Chapter XI, section 24 and section 25 of the Republic of the Union of Myanmar Foreign Investment Law and TOA Paint (Myanmar) Co., Ltd. has to follow the exisiting Labour Laws for the recruitment of staff and labour in accordance with Chapter XIII, Rule 84 of the Foreign Investment Rules.

15. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of the Republic of the Union of Myanmar Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rule 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under section-2(i) of the said Law, other than foreign currency.

16. TOA Paint (Myanmar) Co., Ltd. brings in foreign capital defined under section-2(i) of the said Law, other than foreign currency in the manner stated in paragraph 15(b) mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

17. TOA Paint (Myanmar) Co., Ltd. has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 and for transfer of local currency generated from the business to the local currency account opened at the bank by a citizen or a citizen or a citizen-owned business in the State and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

18. TOA Paint (Myanmar) Co., Ltd. shall report to the Commission for any alteration in the physical and financial plan of the project. Cost over run, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

19. TOA Paint (Myanmar) Co., Ltd. shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Environmental Conservation and Forestry in which to conduct Initial Environmental Examination (IEE) process and an Environmental Management Plan (EMP) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity has to be prepared and submitted, and to perform activities in accordance with this EMP and to abide by the environmental policy, Environmental Conservation Law and other environmental related rules and procedures.

20. Payment of principal and interest of the loan (if any) as well as payment for import of raw materials and spare parts etc., shall be made either out of the local sales in kyat currency and US$ of TOA Paint (Myanmar) Co., Ltd.

21. TOA Paint (Myanmar) Co., Ltd. in consultation with Myanma Insurance, shall effect such types of insurance defined under Chapter XII, Rules 79 and 80 of the Foreign Investment Rules.

WinShein

(Win Shein)
Chairman

TOA Paint (Myanmar) Co., Ltd.

cc:
1. Office of the Union Government of the Republic of the Union of Myanmar
2. Office of the Yangon Region Government
3. Ministry of National Planning and Economic Development
4. Ministry of Finance
5. Ministry of Commerce
6. Ministry of Industry

7. Ministry of Foreign Affairs
8. Ministry of Home Affairs
9. Ministry of Immigration and Population
10. Ministry of Labour, Employment and Social Security
11. Ministry of Environmental Conservation and Forestry
12. Ministry of Electric Power
13. Director General, Directorate of Investment and Company Administration
14. Director General, Directorate of Human Settlement and Housing Development
15. Director General, Directorate of Industrial Supervision and Inspection
16. Director General, Customs Department
17. Director General, Internal Revenue Department
18. Managing Director, Myanma Foreign Trade Bank
19. Managing Director, Myanma Investment and Commercial Bank
20. Managing Director, Myanma Insurance
21. Managing Director, Myanma Electric Power Enterprise
22. Director General, Directorate of Trade
23. Director General, Immigration and National Registration Department
24. Director General, Directorate of Labour
25. Director General, Department of Environmental Conservation
26. Chairman, Republic of the Union of Myanmar Federation of Chambers of Commerce and Industry (UMFCCI)